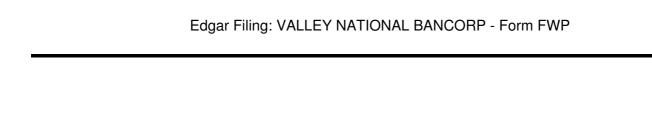
VALLEY NATIONAL BANCORP Form FWP June 16, 2015

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Dated June 16, 2015



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Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1 facts and include expressions about management s confidence and strategies and management s expectations about new and acquisitions, relationships, opportunities, taxation, technology, market conditions and economic expectations. These statement looking terminology as should, expect, believe, view, opportunity, allow, continues, reflects, typically

variations of such terms. Such forward-looking statements involve certain risks and uncertainties. Actual results may differ ma statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements failure to obtain shareholder or regulatory approval for our merger with CNLBancshares, Inc. (CNL) or to satisfy other conproposed terms and within the proposed timeframe including, without limitation, delays in closing the Merger; adverse reaction employees; the diversion of management s time on issues relating to the Merger; the inability to realize expected cost savings amounts or in the timeframe anticipated; changes in the estimate of non-recurring charges; costs or difficulties relating to integ expected; material adverse changes in our operations or earnings; a severe decline in the general economic conditions of New . or Florida; unexpected changes in market interest rates for interest earning assets and/or interest bearing liabilities; less than ex borrowings that mature from 2015 to 2018; government intervention in the U.S. financial system and the effects of and change and laws, including the interest rate policies of the Federal Reserve; claims and litigation pertaining to fiduciary responsibility, and other matters; higher than expected loan losses within one or more segments of our loan portfolio; declines in value in our additional other-than-temporary impairment charges on our investment securities; unexpected significant declines in the loan p expansion, increased competition, large prepayments or other factors; unanticipated credit deterioration in our loan portfolio; u collateral, decreased service revenues, and other potential negative effects on our business caused by severe weather or other e tax rates, including increases resulting from changes in tax laws, regulations and case law; an unexpected decline in real estate than expected FDIC insurance assessments; the failure of other financial institutions with whom we have trading, clearing, cou relationships; lack of liquidity to fund our various cash obligations; unanticipated reduction in our deposit base; potential acqui legislative and regulatory actions (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act a additional regulatory oversight which may result in higher compliance costs and/or require us to change our business model; cl accounting standards; our inability to promptly adapt to technological changes; our internal controls and procedures may not b inability to realize expected revenue synergies from the 1st United Bancorp, Inc. (1st United) merger in the amounts or in the retain customers and employees, including those of 1st United; lower than expected cash flows from purchased credit-impaired or other malware that may breach the security of our websites or other systems to obtain unauthorized access to confidential in degrade service, or sabotage our systems; future goodwill impairment due to changes in our business, changes in market cond unexpected material adverse changes in our operations or earnings. A detailed discussion of factors that could affect our results the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2014. We undertake no duty to conform the statement to actual results or changes in our expectations. Although we believe that the expectations reflected in reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

Valley has filed a shelf registration statement (File No. 333-202916) (including base prospectus) and related preliminary prosp with the Securities and Exchange Commission (the SEC) for the offerings to which this communication relates. Before you that registration statement, and related applicable preliminary prospectus supplement and any other documents that Valley has information about Valley and the offerings. You may get these documents for free by visiting EDGAR on the SEC website at underwriter or any dealer participating in the offerings will arrange to send you the prospectus and the related preliminary prospectus are proposed to the prospectus and the related preliminary prospectus and the related preliminary prospectus are proposed to the proposed to the prospectus and the related preliminary prospectus are proposed to the proposed

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this free prospectus supplement or prospectus, is truthful or complete. Any representation to the contrary is a criminal offense.

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Debt Issuance

Preferred

Stock Issuance

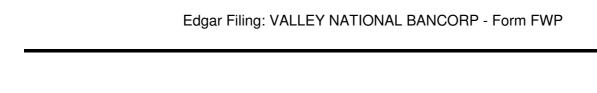
Issuer:

Valley National Bancorp (NYSE: VLY)

Security:

Subordinated Unsecured Notes Perpetual Preferred Non-Cumulative Stock **Total Offering Size:** \$90 Million \$110 Million Maturity: June 2025 Perpetual Structure: Fixed Rate, Non-Call Life (1) Fixed for 10 Yrs., Floating Thereafter Non-Call for 10 Yrs., Callable at Par Thereafter Credit Ratings (2) S&P: BBB **DBRS: BBB** S&P: BB+ DBRS: BBB-Use of Proceeds: General corporate purposes, potential strategic acquisitions and investments in the Bank as regulatory capital **Expected Pricing:** Week of June 15, 2015 Joint Bookrunners: Sandler O Neill + Partners, L.P. Keefe, Bruyette & Woods, A Stifel Company **Deutsche Bank Securities** Sandler O Neill + Partners, L.P. Keefe, Bruyette & Woods, A Stifel Company **RBC** Capital Markets Valley National Bancorp Offering Summary 3 (1) Other than Special Event Redemption

Anticipated ratings from respective agencies



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Traded on the New York Stock Exchange (NYSE: VLY)

Regional Bank Holding

Company

Headquartered in Wayne,

New Jersey

Founded in 1927

2,934 Total Employees

(1)

Balance Sheet Items

March 31,

2015

March 31,

2014

Assets

\$19.0 billion

\$16.3 billion

Interest Earning Assets

(2)

\$16.7 billion

\$14.5 billion

Loans

\$13.7 billion

\$11.7 billion

Deposits

\$14.2 billion

\$11.3 billion

Market

Capitalization

(3)

\$2.2 billion

\$2.0 billion

Corporate Profile

Branches

224

ATMs

258

Overview of Valley National

Bancorp

(1)

Total employees reflects the full-time equivalent for the quarter ended March 31, 2015;

2015 and 2014.

(3)

March 31, 2015 stock price of \$9.44 and 232,428,108 common s/o; March 31, 2014 stock price of \$10.41 and 200,361,014 cor © 2015 Valley National Bank. Member FDIC. Equal Opportunity Lender. All Rights Reserved.

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(2)

Average interest earning assets for the quarter ended March 31,



Never had a losing quarter	
Heavily populated footprint	
Strong customer service	
Experienced senior and executive management	
Experienced commercial lender	

Large percentage of retail ownership

Long-term investment approach

Focus on cash dividends

Large insider ownership, family members, retired employees and retired directors

Approximately 252 institutional holders or 51% of all shares held* Our Approach 5

*

SNL Financial as of 6/1/2015

© 2015 Valley National Bank. Member FDIC. Equal Opportunity Lender. All Rights Reserved. Valley National Bancorp 204 Branches
New Jersey & New York Franchise
6
16 Counties
Demographic

Overview NJ Core Market (1) New York City (2) Long Island U.S.A. Avg. Pop. / Sq. Mile 5,943 40,080 3,123 89 Avg. Income / Household \$95,598 \$83,900 \$114,414 \$71,320 Avg. Deposits / Branch \$100,897 \$626,391 \$110,900 \$88,623 **VLY** Deposits (3) \$7.4 billion \$1.8 billion \$0.9 billion \$12.9 billion VLY Deposit Market Share 5.76% 0.20% 0.87% 0.15% NJ Core Market includes Passaic, Morris, Hudson, Essex and Bergen Counties New York City includes Brooklyn, Queens and Manhattan **Excludes Government and Sweep Deposits** Source: Data as of June 30, 2014 from **SNL** Financial NJ 48% NY

33%

0%

Loans

NJ

65%

NY

24%

Deposits



for businesses in the Southeast U.S.

Zero personal income tax

5.5% Corporate Business Tax Rate

Pro-business Governor and legislative agenda

Competitive cost of doing

business

High Growth Potential

Initial
entrance
into
historically
high
growth
market
through
acquisition
of
1st
United
Bancorp,
Inc
(1st

United)

closed November 1, 2014 Adding franchise with strong organic and acquisitive growth history Experienced management team (retained from 1st United) has built three major Florida banking franchises Complementary to Valley NJ & NY Franchise

Low

which

cost

deposit

funding

source

for

Franchise

Opportunity

to

expand

Valley s

successful

product

niches

into

a

new market
Residential Lending
Lending
Consumer
Lending
Retains
strong
capital
on
larger
business,
earning
asset
base
Valley National Bancorp
Florida Franchise
7
20 Branches
8 Counties
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FL
11%
Deposits
FL
8%
Loans



16 branches focused in five of the six largest MSAs in the state (Orlando, Miami-Fort Lauderdale-West Palm Beach, Cape Coral-Fort Myers, Naples, Jacksonville and Bradenton) Enviable core deposit franchise with 39% non-interest bearing deposits Experienced management team/ market leaders with solid reputation Strong Addition to Franchise 8 Financial Highlights 3/31/2015 Assets \$1.4 Billion Loans \$833 Million Deposits \$1.1 Billion Tangible Common Equity \$123 Million YTD ROAA 0.69% YTD NIM 3.33% NPAs / Total Assets 2.66% YTD Loan Growth (Annualized) 12.1% Tangible Book Value per Common Share (period end) \$4.71	Currently the 16 th largest community bank headquartered in Florida by total deposits
Experienced management team/ market leaders with solid reputation Strong Addition to Franchise 8 Financial Highlights 3/31/2015 Assets \$1.4 Billion Loans \$833 Million Deposits \$1.1 Billion Tangible Common Equity \$123 Million YTD ROAA 0.69% YTD NIM 3.33% NPAs / Total Assets 2.66% YTD Loan Growth (Annualized) 12.1% Tangible Book Value per Common Share (period end)	MSAs in the state (Orlando, Miami-Fort Lauderdale-West Palm Beach, Cape Coral- Fort Myers, Naples, Jacksonville and
leaders with solid reputation Strong Addition to Franchise 8 Financial Highlights 3/31/2015 Assets \$1.4 Billion Loans \$833 Million Deposits \$1.1 Billion Tangible Common Equity \$123 Million YTD ROAA 0.69% YTD NIM 3.33% NPAs / Total Assets 2.66% YTD Loan Growth (Annualized) 12.1% Tangible Book Value per Common Share (period end)	
	leaders with solid reputation Strong Addition to Franchise 8 Financial Highlights 3/31/2015 Assets \$1.4 Billion Loans \$833 Million Deposits \$1.1 Billion Tangible Common Equity \$123 Million YTD ROAA 0.69% YTD NIM 3.33% NPAs / Total Assets 2.66% YTD Loan Growth (Annualized) 12.1% Tangible Book Value per Common Share (period end)

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\$194.2

\$124.9

\$114.6

\$96.9

\$88.8

\$83.1

Growth (1) 1Q 2015 net income of \$30.3 million or \$0.13 per diluted common share Non-covered linked quarter loan growth of \$288.7 million or 8.7% on an annualized basis C&I growth of \$124.7 million or 22.3% annualized CRE growth of \$73.8 million or 4.5% annualized Residential mortgage growth of \$70.1 million or 11.1% annualized Net interest margin remained unchanged quarter over quarter at 3.20% Non-covered net loan recoveries of \$278 thousand Non-performing assets decreased 11.9 percent to \$73.2 million at March 31, 2015 from December 31, 2014 Dashboard 21.5% 41.3% 17.0% 20.7% 0% 10%

\$73.2 \$50 \$100 \$150 \$200 Sep-13 Dec-13 Mar-14 Jun-14 Sep-14 Dec-14 Mar-15

Valley s 1Q 2015 Highlights

1Q Highlights

Year Over Year Loan

20%
30%
40%
50%
Auto Loans
Other Consumer
Commercial &
Industrial
Commercial Real
Estate
Non-Performing Assets
(2)
9
(1)
Non-Covered Loans, annualized growth from March 31, 3014

Excludes Purchase Credit Impaired Loans

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2003

2015 Average Net Charge-offs

0.07%

0.47%

0.19%

0.06%

0.07%

0.44%

0.20%

0.32%

0.5270

0.64%

1.63%

0.43%

0.48%

1.27%

0.61%

0.00%

0.20%

0.40%

0.60%

0.80%

1.00%

1.20%

1.40%

1.60%

1.80%

CRE

C&I

C&D

Residential

Home

Equity

Consumer

Total

VLY

Peers

Source: SNL Financial data as of 6/9/2015 for the period ended March 31, 2015

Peer group includes banks between \$10 billion and \$50 billion in assets

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Funding structure reflects attractive composition

Non-interest bearing deposits represent 26 percent of total funds and 30

percent of total deposits

Borrowings represent 16 percent of total funds

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*As of 3/31/15

Amount

(millions)

%

Non-Interest Bearing Deposits

\$4,330

26%

NOW, MMDA and Savings

7,115

42%

Time Deposits

2,772

16%

Borrowings

2,663

16%

Total Funds

\$16,880

100%

Funding Portfolio Highlights

Composition of Funding Portfolio*

Non-